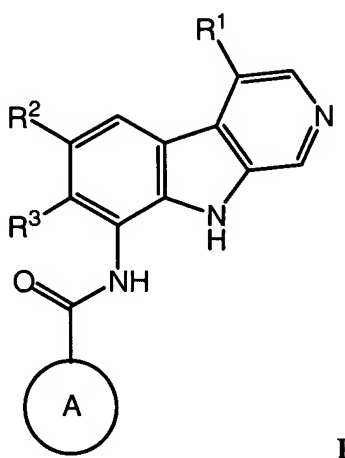


In the Claims:

Please cancel claims 2-8, 10-16, 18, 26, and 27.

1. (Currently Amended) A compound of formula I:



or a pharmaceutically acceptable salt thereof, wherein:

Ring A is a morpholinyl ring that is substituted by (i) $-C(R^9)_3$, $-W-G$, or $-G$, (ii) 0-4 R^{6b} and (iii) 0-1 oxo groups on a ring carbon ~~or 0-2 oxo groups on a ring sulfur~~;

each R^{6a} is independently selected from C_{1-6} aliphatic, halo, alkoxy, or amino;

each R^{6b} is independently selected from C_{1-3} aliphatic or $-N(R^7)_2$, and two R^{6b} on the same or an adjacent carbon optionally are taken together with the intervening carbon(s) to form a 5-6 membered ring having 1-2 ring heteroatoms selected from N, O or S;

W is $-Q-$, $-Q-C(O)-$, $-C(R^9)_2-C(R^9)(R^{12})-$, or $-C(R^9)_2-[C(R^9)(R^{12})]_{2-}$;

Q is $-C(R^9)_2-$ or $-C(R^9)_2C(R^9)_2-$;

G is $-OH$, $-NR^4R^5$, $-N(R^9)CONR^4R^5$, $-N(R^9)SO_2(C_{1-3} \text{ aliphatic})$, $-N(R^9)COCF_3$, $-N(R^9)CO(C_{1-6} \text{ aliphatic})$, $-N(R^9)CO(\text{heterocyclyl})$, $-N(R^9)CO(\text{heteroaryl})$, $-N(R^9)CO(\text{aryl})$, a 3-7 membered heterocyclyl ring, or a 5-6 membered heteroaryl, wherein each of the heteroaryl, aryl and heterocyclyl moieties of G is optionally substituted by 1-3 R^{10} ;

R^1 is hydrogen, halo, C_{1-3} aliphatic, amino, cyano, $(C_{1-3} \text{ alkyl})_{1-2}$ amino, C_{1-3} alkoxy, $-CONH_2$, $-NHCOCF_3$, or $-CH_2NH_2$;

R^2 is hydrogen, halo, C_{1-3} aliphatic, $-CF_3$;

R^3 is hydrogen, halo, C_{1-6} aliphatic, C_{1-6} haloalkyl, C_{1-6} alkoxy, hydroxy, amino, cyano, or $(C_{1-6} \text{ alkyl})_{1-2}$ amino;

R^4 is hydrogen, 3-7 membered heterocyclyl, or C_{1-6} aliphatic;

R^5 is hydrogen, C_{1-6} aliphatic group or a 3-7 membered heterocyclic ring having 1-2 ring heteroatoms selected from N, O, or S, wherein R^5 is optionally substituted by halo, $-OR^7$, $-CN$, $-SR^8$, $-S(O)_2R^8$, $-S(O)_2N(R^7)_2$, $-C(O)R^7$, $-CO_2R^7$, $-N(R^7)_2$, $-C(O)N(R^7)_2$, $-N(R^7)C(O)R^7$, $-N(R^7)CO_2R^8$, or $-N(R^7)C(O)N(R^7)_2$;

each R^7 is independently selected from hydrogen or C_{1-4} aliphatic, or two R^7 on the same nitrogen atom are taken together with the nitrogen to form a 5-6 membered heteroaryl or heterocyclyl ring;

each R^8 is independently selected from C_{1-4} aliphatic;

each R^9 is independently selected from hydrogen or C_{1-3} aliphatic;

each R^{10} is independently selected from oxo, $-R^{11}$, $-T-R^{11}$, or $-V-T-R^{11}$;

each R^{11} is independently selected from C_{1-6} aliphatic, halo, $-S(O)_2N(R^7)_2$, $-OR^7$, $-CN$, $-SR^8$, $-S(O)_2R^8$, $-C(O)R^7$, $-CO_2R^7$, $-N(R^7)_2$, $-C(O)N(R^7)_2$, $-N(R^7)C(O)R^7$, $-N(R^7)CO_2R^7$, or $-N(R^7)C(O)N(R^7)_2$;

T is a straight or branched C_{1-4} alkylene chain;

V is $-O-$, $-N(R^7)-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-C(O)-$, or $-CO_2-$; and

R^{12} is hydrogen, C_{1-6} aliphatic, substituted or unsubstituted phenyl, or substituted or unsubstituted benzyl, ~~or an amino acid side chain.~~

Claims 2-8. (Previously canceled)

9. (Previously Amended) The compound of claim 1 where the $-W-G$ or $-C(R^9)_3$ substituent on Ring A is ortho to the position where the beta-carboline portion is attached.

Claims 10-16. (Previously canceled)

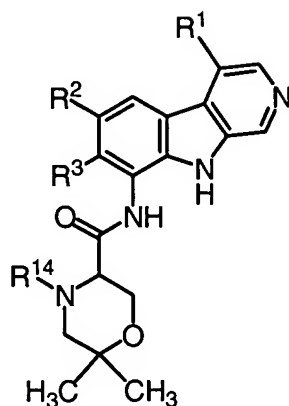
17. (Original) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

18. (Previously canceled)

19-25. (Canceled)

26-27. (Previously canceled)

28. (Original) A compound of formula IV:



IV

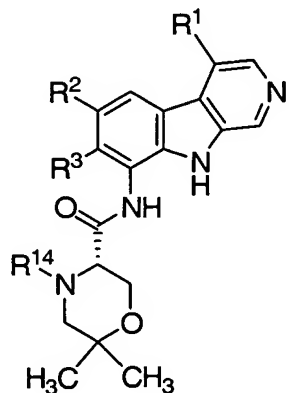
where R¹⁴ is an amino protecting group or hydrogen;

R¹ is hydrogen, halo, C₁₋₃ aliphatic, amino, cyano, (C₁₋₃ alkyl)₁₋₂ amino, C₁₋₃ alkoxy, -CONH₂, -NHCOCF₃, or -CH₂NH₂;

R² is hydrogen, halo, C₁₋₃ aliphatic, -CF₃; and

R³ is hydrogen, halo, C₁₋₆ aliphatic, C₁₋₆ haloalkyl, C₁₋₆ alkoxy, hydroxy, amino, cyano, or (C₁₋₆ alkyl)₁₋₂ amino.

29. (Previously amended) The compound of claim 28, wherein the compound is represented by formula (S)-IV:



30-34. (Canceled).